

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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| In re:  | ) | Chapter 11              |
|   | ) |                         |
| W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup> | ) | Case No. 01-01139 (JKF) |
|   | ) | Jointly Administered    |
| Debtors.  | ) | Re: Docket No. ____     |

**ORDER (i) FINDING COUNSEL FOR GERARD IN CONTEMPT OF COURT AND (ii)  
STAYING CERTAIN PROCEEDINGS PENDING APPEAL**

Upon consideration of the Motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an Order (i) Finding Counsel for Gerard in Contempt of Court and (ii) Staying Certain Proceedings Pending Appeal (the "Motion"); and the Court having considered the Motion and finding that the relief requested therein is in the best interest of the Debtors and their estates; and due and proper notice having been given with no other notice being required; and in light of the nature of the relief requested in the Motion, no further

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

notice or hearing on the Motion being required; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. Pursuant to its power under Bankruptcy Rule 105(a), this Court finds Brian C. Parker, Parker, Durnler & Keily LLP, Jon L. Heberling, and McGarvey, Heberling, Sullivan & McGarvey, P.C. (collectively, the "Contemnors") in contempt of this Court's Orders<sup>2</sup> for filing (a) the Amended Complaint and Demand for Jury Trial and (b) the Motion Requesting Entry of Scheduling Order.
2. Pursuant to sections 105(a) and 362(h) of the Bankruptcy Code, this Court orders the Contemnors to immediately withdraw (a) the Amended Complaint (capitalized terms not otherwise defined in this Order have the meaning given in the Motion) and Demand for Jury Trial and (b) the Motion Requesting Entry of Scheduling Order.
3. Pursuant to sections 105(a) and 362(h) of the Bankruptcy Code, this court awards the Debtors recovery of all legal fees and expenses incurred in connection with the creation, filing, and pursuit of the Motion.
4. The Baltimore Litigation is stayed in its entirety pending resolution of the Debtors' Third Circuit Appeal.

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<sup>2</sup> Capitalized terms not otherwise defined in the Order have the meaning given in the Motion.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order, which is final.

Dated: \_\_\_\_\_

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge